

BTI America LLC
Notification of Pro Forma Transfer of Control
Attachment 1 (Page 1 of 4)

BTI America LLC (“BTIA”), a Delaware limited liability company, hereby notifies the Commission of a pro forma transfer of control from Bayan Telecommunications Inc. (“Bayan” or “Transferor”) to Bayan Telecommunications Holdings Corporation (“Bayan Holdings” or “Transferee”).¹ The transaction, consummated on June 23, 2015, is part of an internal restructuring to place BTIA under 100% direct ownership of Bayan Holdings. Prior to the transaction, BTIA was a 100% direct subsidiary of Bayan, and Bayan was a subsidiary of, and controlled by Bayan Holdings. The transaction removes Bayan from BTIA’s chain of ownership.

ANSWER TO QUESTION 10:

In response to 47 C.F.R. § 63.18(c):

Please direct all correspondence concerning this notification to BTIA’s legal counsel:

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In response to 47 C.F.R. § 63.18(d):

Neither Bayan nor Bayan Holdings have previously (directly) received authority under Section 214 of the Act. BTIA previously received authority under Section 214 of the Act, pursuant to File No. ITC-214-20060602-00300, to provide facilities-based service in accordance with Section 63.18(e)(1) of the rules, and also to provide resold service in accordance with Section 63.18(e)(2) of the rules.

ANSWER TO QUESTION 11:

The following entity holds, directly, at least ten (10) percent of the equity in Bayan Holdings, the Transferee:

Name / Address	% Shares	Country	Principal Business
Lopez Holdings Corporation 4/F Benpres Building Exchange Road cor. Meralco Avenue Pasig City 1605 Metro Manila, Philippines	47.3%	Republic of the Philippines	Holding company

¹ Both Bayan and Bayan Holdings are corporations organized under the laws of the Republic of the Philippines.

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Lopez Holdings Corporation is a publicly traded company on the Philippines Stock Exchange. The following entities hold an attributable ten (10) percent or more interest in Bayan Holdings through ownership interest in Lopez Holdings Corporation as described below:

Name / Address	% Shares	Country	Principal Business
Lopez, Inc. 5/F Benpres Building Exchange Road cor. Meralco Avenue Pasig City 1605 Metro Manila, Philippines	52.87% ownership of Lopez Holdings Corporation	Republic of the Philippines	Holding company
PCD Nominee Corp. (Filipino) ² c/o PCD Nominee PSE Center Ayala Avenue, Makati City Philippines	26.17% ownership of Lopez Holdings Corporation	Republic of the Philippines	Holding Company

The following entities hold an attributable ten (10) percent or greater interest in Bayan Holdings through ownership interest in Lopez, Inc. as described below:

Name / Address	% Shares	Country	Principal Business
Croslo Holdings Corp. 6/F Benpres Bldg. Exchange Road, Pasig City Metro Manila, Philippines	25.83% ownership of Lopez, Inc.	Republic of the Philippines	Holding company
Mantes Corp. 2/F Erlag Bldg. 102 Esteban St., Legaspi Vill. Makati City, Metro Manila Philippines	25.83% ownership of Lopez, Inc.	Republic of the Philippines	Wholesale and retail
Crème Investment Corp. 5/F Benpres Building Exchange Rd., Pasig City Metro Manila, Philippines	25.83% ownership of Lopez, Inc.	Republic of the Philippines	Investment

² PCD Nominee Corporation (“PCNC”) is a wholly-owned subsidiary of the Philippine Central Depository (“PCD”), a corporation established to improve operations in securities transactions and to provide a fast, safe and highly efficient system for securities settlement in the Philippines. PCNC acts as trustee-nominee for all shares lodged in the PCD system, where trades effected on the Philippine Stock Exchange are finally settled with the PCD. Persons who opt to trade using the PCD do not receive stock certificates as an indicator of ownership as trading using the PCD is completely paperless.

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Name / Address	% Shares	Country	Principal Business
Presta Holdings Corp. 5/F Benpres Building Exchange Rd., Pasig City Metro Manila, Philippines	22.5% ownership of Lopez, Inc.	Republic of the Philippines	Investment

The following individual holds an attributable ten (10) percent or greater ownership interest in Bayan Holdings through ownership of Mantes Corp. as described below:

Name / Address	% Shares	Country	Principal Business
Manual M. Lopez 841 Harvard Street Wack-Wack Vill., Mandaluyong Metro Manila, Philippines	73.14% of Mantes Corp.	Republic of the Philippines	Wholesale and retail

The following individual holds an attributable ten (10) percent or greater ownership interest in Bayan Holdings through ownership of Presta Holdings as described below:

Name / Address	% Shares	Country	Principal Business
Presentacion L. Psinakis 34-B Luna Gardens #31 Rockwell Drive Rockwell Residential Center Makati City, Metro Manila Philippines	99.98% of Presta Holdings.	Republic of the Philippines	Investment

No other entity or individual holds an attributable direct or indirect ownership interest of 10% or greater in Bayan Holdings.

ANSWER TO QUESTION 12:

The Transferee has no interlocking directorates with foreign carriers.

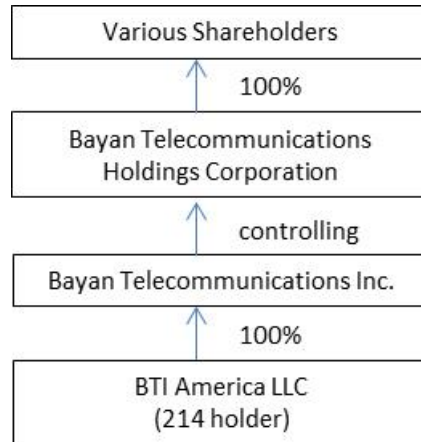
ANSWER TO QUESTION 13:

Pursuant to an Assignment of Membership Interest Agreement, Bayan assigned 100% of the ownership interest in BTIA to its parent holding company, Bayan Holdings. Prior to the transaction, BTIA was a 100% direct subsidiary of Bayan. Bayan was a subsidiary of and controlled by Bayan Holdings. Subsequent to the transaction, consummated on June 23, 2015, BTIA became a 100% direct subsidiary of Bayan Holdings. The transaction, in effect, removes Bayan from BTIA's chain of ownership, but there is no change to the ultimate control of the

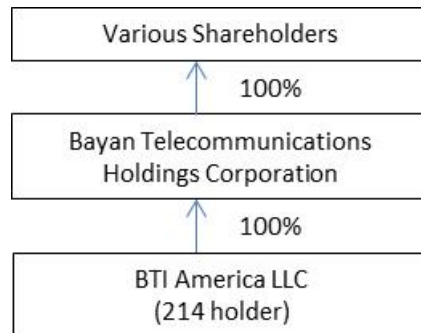
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company.³ Organizational charts showing the relevant ownership structure of BTIA before and after the transaction are provided below.

PRE-TRANSACTION CORPORATE STRUCTURE OF BTIA



POST-TRANSACTION CORPORATE STRUCTURE OF BTIA



³ The transaction is considered presumptively pro-forma as an “[a]ssignment or transfer from a corporation to a wholly owned direct or indirect subsidiary thereof or vice versa.” 47 C.F.R. §63.24(d) (Note 2 to paragraph (d)).